

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08875-6739
201-563-2700

888 SIXTEENTH STREET, N W
WASHINGTON, D C 20006-4103
202-296-8600

July 1, 1991

1-182A077

Ms. Noreta R. McGee

Secretary

INTERSTATE COMMERCE COMMISSION

12th Street and Constitution Avenue, N.W.

Washington D.C. 20423

JUL 1 1991 -1 40 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two photostatic copies of the Amendment to Loan and Security Agreement (the "Amendment"), dated as of June 28, 1991, between GWI Leasing Corporation ("GWI"), as Borrower, and Deutsche Credit Corporation ("DCC"), as Lender. The Amendment is a secondary document as defined in the Commission's Rules for the Recordation of Documents, and relates to the Loan and Security Agreement ("Loan Agreement") dated December 27, 1990, between GWI and DCC, which Loan Agreement was recorded by the Interstate Commerce Commission on January 7, 1991, and assigned recordation number 17188.

The name and address of the parties to the enclosed
Amendment are:

Borrower: GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

Lender: Deutsche Credit Corporation
2333 Waukegan Road
Deerfield, Illinois 60015

A description of the railroad equipment covered by the enclosed documents is set forth in the Amendment.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Ms. Noreta R. McGee
July 1, 1991
Page 2

Kindly return the stamped original executed copy and one stamped photostatic copy of the enclosed Amendment and the stamped photostatic copy of this letter to the undersigned.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Amendment to the Loan and Security Agreement, dated June 28, 1991, between GWI Leasing Corporation and Deutsche Credit Corporation.

Primary Document to which the Amendment Relates

Loan and Security Agreement dated December 27, 1990, between GWI Leasing Corporation and Deutsche Credit Corporation, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 7, 1991, under recordation number 17188.

Very truly yours,

Susan Lichtenfeld
Susan G. Lichtenfeld

SGL/rid

Enclosures

cc: Stephen P. Ordaz
Robert W. Kleinman

07/01/91 10:12

2036293722

GWI

002

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1990, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 17188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof by adding the following Railcars which will be subject to all terms and conditions of the Loan and Security Agreement.)

17188-A
JUL 1 1991 1:40 PM
INTERSTATE COMMERCE COMMISSION

SCHEDULE 3
CAR TYPE: 100-TON 4,750
CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lessee	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012X	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWTX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWTX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWTX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWTX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'
GWIX	10073X	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075X	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10079	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'

SCHEDULE 3
 CAR TYPE: 100-TON 4,750
 CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	assigned lease	prior lease	current lease
GWIX	10083	12/78	GWIX	10084	Akzo	1978	Akzo '#2'
GWIX	10084	12/78	GWIX	10085	Akzo	1978	Akzo '#2'
GWIX	10088	12/78	GWIX	10089	Akzo	1978	Akzo '#2'
GWIX	10090	12/78	GWIX	10091	Akzo	1978	Akzo '#2'
GWIX	10092	12/78	GWIX	10093	Akzo	1978	Akzo '#2'
GWIX	10093	12/78	GWIX	10094	Akzo	1978	Akzo '#2'
GWIX	10097	12/78	GWIX	10098	Akzo	1978	Akzo '#2'
GWIX	10099	12/78	GWIX	10100	Akzo	1978	Akzo '#2'
GWIX	10100	12/78	GWIX	10101	Akzo	1978	Akzo '#2'
GWIX	10102	12/78	GWIX	10103	Akzo	1978	Akzo '#2'
GWIX	10103	12/78	GWIX	10104	Akzo	1978	Akzo '#2'
GWIX	10104	12/78	GWIX	10105	Akzo	1978	Akzo '#2'
GWIX	10105	12/78	GWIX	10106	Akzo	1978	Akzo '#2'
GWIX	10110	12/78	GWIX	10111	Akzo	1978	Akzo '#2'
GWIX	10111	12/78	GWIX	10112	Akzo	1978	Akzo '#2'
GWIX	10112	12/78	GWIX	10113	Akzo	1978	Akzo '#2'
GWIX	10119	12/78	GWIX	10120	Akzo	1978	Akzo '#2'
GWIX	10120	12/78	GWIX	10121	Akzo	1978	Akzo '#2'
GWIX	10121	12/78	GWIX	10122	Akzo	1978	Akzo '#2'
GWIX	10124	12/78	GWIX	10125	Akzo	1978	Akzo '#2'
GWIX	10126	12/78	GWIX	10127	Akzo	1978	Akzo '#2'
GWIX	10130	12/78	GWIX	10131	Akzo	1978	Akzo '#2'
GWIX	10131	12/78	GWIX	10132	Akzo	1978	Akzo '#2'
GWIX	10133	12/78	GWIX	10134	Akzo	1978	Akzo '#2'
GWIX	10135	12/78	GWIX	10136	Akzo	1978	Akzo '#2'
GWIX	10138	12/78	GWIX	10139	Akzo	1978	Akzo '#2'
GWIX	10139	12/78	GWIX	10140	Akzo	1978	Akzo '#2'
GWIX	10140	12/78	GWIX	10141	Akzo	1978	Akzo '#2'
GWIX	10142	12/78	GWIX	10143	Akzo	1978	Akzo '#2'
GWIX	10145	12/78	GWIX	10146	Akzo	1978	Akzo '#2'
GWIX	10146	12/78	GWIX	10147	Akzo	1978	Akzo '#2'
GWIX	10147	12/78	GWIX	10148	Akzo	1978	Akzo '#2'
GWIX	10152	12/78	GWIX	10153	Akzo	1978	Akzo '#2'
GWIX	10156	12/78	GWIX	10157	Akzo	1978	Akzo '#2'
GWIX	10157	12/78	GWIX	10158	Akzo	1978	Akzo '#2'
GWIX	10158	12/78	GWIX	10159	Akzo	1978	Akzo '#2'
GWIX	10159	12/78	GWIX	10160	Akzo	1978	Akzo '#2'
GWIX	10162	12/78	GWIX	10163	Akzo	1978	Akzo '#2'
GWIX	10163	12/78	GWIX	10164	Akzo	1978	Akzo '#2'
GWIX	10164	12/78	GWIX	10165	Akzo	1978	Akzo '#2'
GWIX	10166	12/78	GWIX	10167	Akzo	1978	Akzo '#2'
GWIX	10168	12/78	GWIX	10169	Akzo	1978	Akzo '#2'
GWIX	10169	12/78	GWIX	10170	Akzo	1978	Akzo '#2'
GWIX	10171	12/78	GWIX	10172	Akzo	1978	Akzo '#2'
GWIX	10173	12/78	GWIX	10174	Akzo	1978	Akzo '#2'
GWIX	10174	12/78	GWIX	10175	Akzo	1978	Akzo '#2'
GWIX	10177	12/78	GWIX	10178	Akzo	1978	Akzo '#2'
GWIX	10178	12/78	GWIX	10179	Akzo	1978	Akzo '#2'
GWIX	10179	12/78	GWIX	10180	Akzo	1978	Akzo '#2'

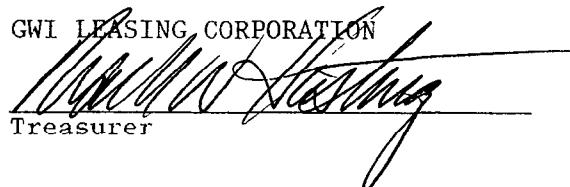
SCHEDULE 3
 CAR TYPE: 100-TON 4,750
 CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10181	12/78	GWIX	10182	Akzo 1978	Akzo '#2'
GWIX	10184	12/78	GWIX	10185	Akzo 1978	Akzo '#2'
GWIX	10187	12/78	GWIX	10188	Akzo 1978	Akzo '#2'
GWIX	10190	12/78	GWIX	10191	Akzo 1978	Akzo '#2'
GWIX	10191	12/78	GWIX	10192	Akzo 1978	Akzo '#2'
GWIX	10193	12/78	GWIX	10194	Akzo 1978	Akzo '#2'
GWIX	10195	12/78	GWIX	10196	Akzo 1978	Akzo '#2'
GWIX	10199	12/78	GWIX	10200	Akzo 1978	Akzo '#2'

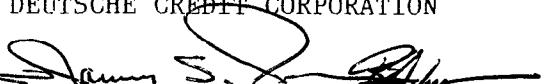
The parties agree to this Amendment to the Loan and Security Agreement. Except as amended herein the Loan Security Agreement referenced herein remains unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Loan and Security Agreement this 28th day of June, 1991.

GWI LEASING CORPORATION

BY: 
 TITLE: Treasurer

DEUTSCHE CREDIT CORPORATION

BY: 
 TITLE: SVP, CFO & TREASURER S.V.P. SPb

STATE OF NEW YORK }
COUNTY OF WESTCHESTER } ss.

On this 27th day of June in the year of 1991 before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, did depose and says that he is the Treasurer of GWI LEASING CORPORATION, that said instrument was singed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

{SEAL}

Catherine Howard
Notary Public

CATHERINE E. HOWARD
Notary Public, State of New York
No. 4938143
Qualified in Westchester County

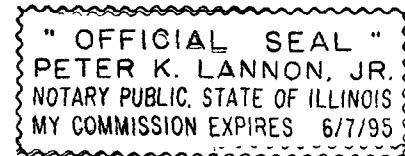
My commission expires: Commission Expires Aug 1992

STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

On this 28th day of JUNE, 1991, before me personally appeared
Robert E. Schoen to me personally known, who being
by me duly sworn, says that he is the Senior Vice President of
DEUTSCHE CREDIT CORPORATION, that said instrument was signed on behalf of
said corporation by authority of its Board of Directors; and he acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public



STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

On this 28th day of June, 1991, before me personally appeared
JAMES S. POOR to me personally known, who being
by me duly sworn, says that he is the SENIOR VICE PRESIDENT of
DEUTSCHE CREDIT CORPORATION, that said instrument was signed on behalf of
said corporation by authority of its Board of Directors; and he acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public

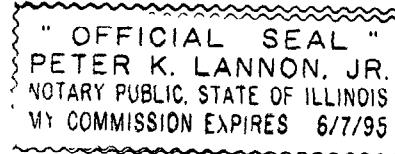


EXHIBIT G

No. _____

Finance Facility Loan Certificate
Date _____

GWI LEASING CORPORATION (the "Borrower") HEREBY CERTIFIES THAT this Certificate is furnished pursuant to Section A.1 of the Loan and Security Agreement, dated as of _____, by and between Borrower and DEUTSCHE CREDIT CORPORATION (the "Agreement"). Unless otherwise defined herein, the terms used in this Certificate have the meaning assigned to them in the Agreement.

<u>Railcar No.</u>	<u>Amount of Loan Requested</u>	<u>Assigned Lease</u>
--------------------	---------------------------------	-----------------------

The undersigned certifies that he is the secretary of Borrower and that this Certificate, delivered pursuant to Section A.1 of the Agreement, is true, accurate, and complete as of the date hereof. The undersigned further certifies that the Lessee under each Assigned Lease identified hereon has accepted the Railcars identified hereon under the respective Assigned Lease and the funds to be loaned hereunder are within the maximum permitted limited under the Hulk Reconstruction Facility.

IN WITNESS WHEREOF, I have set my hand this _____ day of _____, 199__.

James B. Gray
Secretary

KWW-JOY-3
L/WAS

EXHIBIT E

No. _____

Hulk Purchase Repayment Certificate
Date _____

GWI LEASING CORPORATION (the "Borrower") HEREBY CERTIFIES THAT this Certificate is furnished pursuant to Section A.1 of the Loan and Security Agreement, dated as of _____, by and between Borrower and DEUTSCHE CREDIT CORPORATION (the "Agreement"). Unless otherwise defined herein, the terms used in this Certificate have the meaning assigned to them in the Agreement.

	<u>Total Advances Outstanding</u>	<u>Amount To Be Repaid</u>
<u>Railcar No.</u>	<u>Finance Indebtedness</u>	<u>Reconstruction Indebtedness</u>

The undersigned certifies that he is the secretary of Borrower and that this Certificate, delivered pursuant to Section A.1 of the Agreement, is true, accurate, and complete as of the date hereof.

IN WITNESS WHEREOF, I have set my hand this _____ day of _____, 199___.

James B. Gray
Secretary

EXHIBIT D

No.

Hulk Purchase Advance Certificate
Date

GWI LEASING CORPORATION (the "Borrower") HEREBY CERTIFIES THAT this Certificate is furnished pursuant to Section A.1 of the Loan and Security Agreement, dated as of _____, by and between Borrower and DEUTSCHE CREDIT CORPORATION (the "Agreement"). Unless otherwise defined herein, the terms used in this Certificate have the meaning assigned to them in the Agreement.

	<u>Advances Previously Made</u>	<u>Amount Of This Advance</u>				
Railcar No.	Estimated Total Cost of Reconstruction and Total Cost of Hulk Purchase or Refinancing	Finance Indebtedness	Reconstruction Indebtedness	Finance Indebtedness	Reconstruction Indebtedness	Assigned Lease

The undersigned certifies that he is the secretary of Borrower and that this Certificate, delivered pursuant to Section A.1 of the Agreement, is true, accurate, and complete as of the date hereof, and the funds to be advanced pursuant to this Certificate are within the maximum permitted limited under the Hulk Reconstruction Facility.

IN WITNESS WHEREOF, I have set my hand this _____ day of _____, 199____.

James B. Gray
Secretary

07/01/91 10:07 2036293722

CWI

--- ROSS & HARDIES

001



71 Lewis Street
Greenwich, CT 06830

Telephone: (203) 629-3722*
Fax number: (203) 661-4106

*Please call this number if you have any questions or problems regarding this message.

TO: Robert Kleinman

COMPANY: Ross and Hardies

FROM: Mark Hastings

DATE: July 1, 1991

Total number of pages (including this sheet): 2

COMMENTS: _____

Mr. Kleinman: _____

The attached is sent at the request of _____

Steve Ordaz of Deutsche Credit Corp. _____

Mark Hastings

rev. sed page 1

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991. Recordation No. 17188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof by adding the following Railcars which will be subject to all terms and conditions of the Loan and Security Agreement.)

SCHEDULE 3

CAR TYPE: 100-TON 4,750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWTX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWTX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWTX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWTX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWTX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWTX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWTX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'

Deutsche Credit
Corporation

2333 Waukegan Road
P.O. Box 329
Deerfield, Illinois 60015-0329 U.S.A.

ROSS S.



180^m 633
90^t 845 5618 2397

Main Telephone Number: (708) 948-7272
FAX Number: (708) 948-5058
International: International Access Code + 1 + 708 + 7-Digit Number

DATE: 7/1/91

SENDER: S. ORDAZ DIRECT TELEPHONE # (If Applicable) (708) 948-1839

FACSIMILE

COMPANY NAME:	<u>ROSS & HARDIES</u>
ATTN:	<u>BOB KLEINMAN</u>
FAX NUMBER:	<u>(202) 296-8791</u>
TOTAL NUMBER OF PAGES INCLUDING COVER SHEET:	<u>2</u>

If problems transmitting, contact our Receptionist at (708) 948-7272

NOTE: THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

SPECIAL INSTRUCTIONS/COMMENTS:

Per our discussions, last number
should be GWIX 10082 (cannot
mark) let me know if not legible
enough. S. Ordaz

c:fax.frm

07/01/91 10:12

2036293722

CWI

0002

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between CWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991. Recordation No. 17128 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof by adding the following Railcars which will be subject to all terms and conditions of the Loan and Security Agreement.)

SCHEDULE 3
CAR TYPE: 100-TON 4,750
CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'

Deutsche Credit

Corporation



June 28, 1991

VIA TELECOPY

Ross & Hardies
888 Sixteen Street, N.W.
Washington, DC 20006

(312)750-8600
and FEDERAL EXPRESS

Attn: Robert W. Kleinman, Esquire

Re: GWI Leasing Corporation

Dear Bob:

Per our recent telephone conversations, I expect that the necessary documentation to be recorded with respect to the 100 additional cars under the loan facility with GWI Leasing Corporation will be to you on Monday, July 1, 1991. Enclosed for filing is the Amendment to the Loan and Security Agreement with Acknowledgment (3 original copies). It is my understanding that the Bill of Sale, in recordable form, will be sent to you by either GWI Leasing Corporation or by BancBoston Leasing. Please record these documents and update the search on the 100 cars which were previously searched on Thursday, June 27, 1991.

In addition, an update search must be done on all cars and an opinion as to the existence or absence of liens must be rendered on all cars, including, the 100 that have just been searched, the ten cars for which I have just sent you information, and the five following cars, identified as follows:

GWIX 51491
GWIX 51651
GWIX 51654
GWIX 51661
GWIX 51724

Also, the following cars must be searched, as they were substitutions for two other cars that had already been searched. They are:

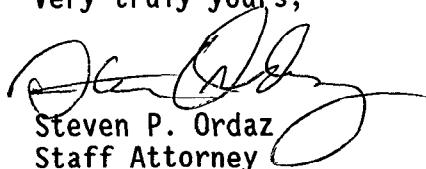
GWIX 51989 (for GWIX 52095)
GWIX 51865 (for GWIX 52064)

Robert W. Kleinman, Esquire
June 28, 1991
Page 2.

It appears that GWIX 51989 and GWIX 52064 were part of the 166 cars you originally searched. The car numbers indicate the original owner was North American Car and the present owner is GWI Leasing Corporation.

If there is anything else you need to accomplish any of the above, please call.

Very truly yours,



Steven P. Ordaz
Staff Attorney

cc: J. Poor
P. Mazzanti
File
SPO/ak/062801.spo

Deutsche Credit

2333 Waukegan Road
P.O. Box 329
Deerfield, Illinois 60015-0329 U.S.A.

✓ Verbiuganin

Main Telephone Number: (708) 948-7272

FAX Number: (708) 948-5058

International: 6/1/91 International Access Code + 1 + 708 + 7-Digit Number

DATE: 6/29/91

SENDER: S. ORDAZ DIRECT TELEPHONE # (If Applicable) (708) 948-1839

FACSIMILE

COMPANY NAME:	<u>ROSS + HARDIES (WASHINGTON)</u>
ATTN:	<u>BOB KLEINMAN</u>
FAX NUMBER:	<u>(202) 296-8600</u>
TOTAL NUMBER OF PAGES INCLUDING COVER SHEET:	<u>9</u>

If problems transmitting, contact our Receptionist at (708) 948-7272

NOTE: THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

SPECIAL INSTRUCTIONS/COMMENTS:

THE ATTACHED SHLD BE ARRIVING TO YOU BY FED-X IN D.C.
RECORDATION NO. IS INCORRECT. I WOULD LIKE TO FAX ANOTHER
COPY OF PG. 1, IF THAT WOULD BE ACCEPTABLE. YOU SHLD ALSO
BE RECEIVING A BILL OF SALE IN RECORDABLE FORM. PLEASE ADVISE OF
c:fax.frm ANY QUESTIONS ON THE ATTACHED TRANSMITTAL LETTER

J. Ordaz



Deutsche Credit

June 28, 1991

VIA TELECOPY

Ross & Hardies
888 Sixteen Street, N.W.
Washington, DC 20006

(312)750-8600
and FEDERAL EXPRESS

Attn: Robert W. Kleinman, Esquire

Re: GWI Leasing Corporation

Dear Bob:

Per our recent telephone conversations, I expect that the necessary documentation to be recorded with respect to the 100 additional cars under the loan facility with GWI Leasing Corporation will be to you on Monday, July 1, 1991. Enclosed for filing is the Amendment to the Loan and Security Agreement with Acknowledgment (3 original copies). It is my understanding that the Bill of Sale, in recordable form, will be sent to you by either GWI Leasing Corporation or by BancBoston Leasing. Please record these documents and update the search on the 100 cars which were previously searched on Thursday, June 27, 1991.

In addition, an update search must be done on all cars and an opinion as to the existence or absence of liens must be rendered on all cars, including, the 100 that have just been searched, the ten cars for which I have just sent you information, and the five following cars, identified as follows:

GWIX 51491
GWIX 51651
GWIX 51654
GWIX 51661
GWIX 51724

Also, the following cars must be searched, as they were substitutions for two other cars that had already been searched. They are:

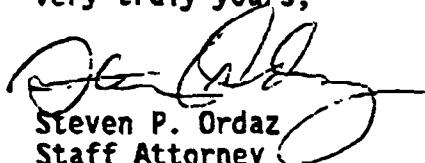
GWIX 51989 (for GWIX 52095)
GWIX 51865 (for GWIX 52064)

Robert W. Kleinman, Esquire
June 28, 1991
Page 2.

It appears that GWIX 51989 and GWIX 52064 were part of the 166 cars you originally searched. The car numbers indicate the original owner was North American Car and the present owner is GWI Leasing Corporation.

If there is anything else you need to accomplish any of the above, please call.

Very truly yours,



Steven P. Ordaz
Staff Attorney

cc: J. Poor
P. Mazzanti
File
SPO/ak/062801.spo

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 71188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof.)

SCHEDULE 3
CAR TYPE: 100-TON 4.750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	assigned lease	prior lease	current lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'	
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'	
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'	
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'	
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'	
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'	
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'	
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'	
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'	
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'	
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'	
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'	
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'	
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'	
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'	
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'	
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'	
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'	
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'	
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'	
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'	
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'	
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'	
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'	
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'	
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'	
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'	
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'	
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'	
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'	
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'	
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'	
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'	
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'	
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'	
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'	
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'	
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'	
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'	
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'	
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'	
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'	
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'	

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 2

SCHEDULE 3
 CAR TYPE: 100-TON 4.750
 CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	assigned lease	prior lease	current lease
GWIX	10083	12/78	GWIX	10084	Akzo 1978	Akzo '#2'	
GWIX	10084	12/78	GWIX	10085	Akzo 1978	Akzo '#2'	
GWIX	10088	12/78	GWIX	10089	Akzo 1978	Akzo '#2'	
GWIX	10090	12/78	GWIX	10091	Akzo 1978	Akzo '#2'	
GWIX	10092	12/78	GWIX	10093	Akzo 1978	Akzo '#2'	
GWIX	10093	12/78	GWIX	10094	Akzo 1978	Akzo '#2'	
GWIX	10097	12/78	GWIX	10098	Akzo 1978	Akzo '#2'	
GWIX	10099	12/78	GWIX	10100	Akzo 1978	Akzo '#2'	
GWIX	10100	12/78	GWIX	10101	Akzo 1978	Akzo '#2'	
GWIX	10102	12/78	GWIX	10103	Akzo 1978	Akzo '#2'	
GWIX	10103	12/78	GWIX	10104	Akzo 1978	Akzo '#2'	
GWIX	10104	12/78	GWIX	10105	Akzo 1978	Akzo '#2'	
GWIX	10105	12/78	GWIX	10106	Akzo 1978	Akzo '#2'	
GWIX	10110	12/78	GWIX	10111	Akzo 1978	Akzo '#2'	
GWIX	10111	12/78	GWIX	10112	Akzo 1978	Akzo '#2'	
GWIX	10112	12/78	GWIX	10113	Akzo 1978	Akzo '#2'	
GWIX	10119	12/78	GWIX	10120	Akzo 1978	Akzo '#2'	
GWIX	10120	12/78	GWIX	10121	Akzo 1978	Akzo '#2'	
GWIX	10121	12/78	GWIX	10122	Akzo 1978	Akzo '#2'	
GWIX	10124	12/78	GWIX	10125	Akzo 1978	Akzo '#2'	
GWIX	10126	12/78	GWIX	10127	Akzo 1978	Akzo '#2'	
GWIX	10130	12/78	GWIX	10131	Akzo 1978	Akzo '#2'	
GWIX	10131	12/78	GWIX	10132	Akzo 1978	Akzo '#2'	
GWIX	10133	12/78	GWIX	10134	Akzo 1978	Akzo '#2'	
GWIX	10135	12/78	GWIX	10136	Akzo 1978	Akzo '#2'	
GWIX	10138	12/78	GWIX	10139	Akzo 1978	Akzo '#2'	
GWIX	10139	12/78	GWIX	10140	Akzo 1978	Akzo '#2'	
GWIX	10140	12/78	GWIX	10141	Akzo 1978	Akzo '#2'	
GWIX	10142	12/78	GWIX	10143	Akzo 1978	Akzo '#2'	
GWIX	10145	12/78	GWIX	10146	Akzo 1978	Akzo '#2'	
GWIX	10146	12/78	GWIX	10147	Akzo 1978	Akzo '#2'	
GWIX	10147	12/78	GWIX	10148	Akzo 1978	Akzo '#2'	
GWIX	10152	12/78	GWIX	10153	Akzo 1978	Akzo '#2'	
GWIX	10156	12/78	GWIX	10157	Akzo 1978	Akzo '#2'	
GWIX	10157	12/78	GWIX	10158	Akzo 1978	Akzo '#2'	
GWIX	10158	12/78	GWIX	10159	Akzo 1978	Akzo '#2'	
GWIX	10159	12/78	GWIX	10160	Akzo 1978	Akzo '#2'	
GWIX	10162	12/78	GWIX	10163	Akzo 1978	Akzo '#2'	
GWIX	10163	12/78	GWIX	10164	Akzo 1978	Akzo '#2'	
GWIX	10164	12/78	GWIX	10165	Akzo 1978	Akzo '#2'	
GWIX	10166	12/78	GWIX	10167	Akzo 1978	Akzo '#2'	
GWIX	10168	12/78	GWIX	10169	Akzo 1978	Akzo '#2'	
GWIX	10169	12/78	GWIX	10170	Akzo 1978	Akzo '#2'	
GWIX	10171	12/78	GWIX	10172	Akzo 1978	Akzo '#2'	
GWIX	10173	12/78	GWIX	10174	Akzo 1978	Akzo '#2'	
GWIX	10174	12/78	GWIX	10175	Akzo 1978	Akzo '#2'	
GWIX	10177	12/78	GWIX	10178	Akzo 1978	Akzo '#2'	
GWIX	10178	12/78	GWIX	10179	Akzo 1978	Akzo '#2'	
GWIX	10179	12/78	GWIX	10180	Akzo 1978	Akzo '#2'	

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 3

SCHEDULE 3
 CAR TYPE:100-TON 4.750
 CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10181	12/78	GWIX	10182	Akzo 1978	Akzo '#2'
GWIX	10184	12/78	GWIX	10185	Akzo 1978	Akzo '#2'
GWIX	10187	12/78	GWIX	10188	Akzo 1978	Akzo '#2'
GWIX	10190	12/78	GWIX	10191	Akzo 1978	Akzo '#2'
GWIX	10191	12/78	GWIX	10192	Akzo 1978	Akzo '#2'
GWIX	10193	12/78	GWIX	10194	Akzo 1978	Akzo '#2'
GWIX	10195	12/78	GWIX	10196	Akzo 1978	Akzo '#2'
GWIX	10199	12/78	GWIX	10200	Akzo 1978	Akzo '#2'

The parties agree to this Amendment to the Loan and Security Agreement. Except as amended herein the Loan Security Agreement referenced herein remains unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Loan and Security Agreement this 23rd day of June, 1991.

GWI LEASING CORPORATION
 BY: John Hestings
 TITLE: Treasurer

DEUTSCHE CREDIT CORPORATION
 BY: John Hestings
 TITLE: SVP, CFO & Treasurer S.S.P.

No reference to 10192
 or 10200

in Schedule No 2

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.

On this 17th day of June in the year of 1991 before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, did depose and says that he is the Treasurer of GWI LEASING CORPORATION, that said instrument was singed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

{SEAL}

Catherine E. Howard

Notary Public

CATHERINE E. HOWARD
Notary Public, State of New York
No. 4938143

Qualified in Westchester County

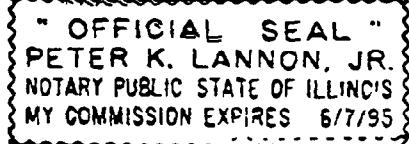
My commission expires: Commission Expires June 10, 1992

STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

On this 28th day of June, 1991, before me personally appeared Robert E. SCHOEN to me personally known, who being by me duly sworn, says that he is the Senior Vice President of DEUTSCHE CREDIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public



STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

On this 28th day of June, 1991, before me personally appeared
JAMES S. POOR to me personally known, who being
by me duly sworn, says that he is the SENIOR VICE PRESIDENT of
DEUTSCHE CREDIT CORPORATION, that said instrument was signed on behalf of
said corporation by authority of its Board of Directors; and he acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public



07/01/91 09:31

2036293722

CWI

--- ROSS & HARDIES

001



71 Lewis Street
Greenwich, CT 06830

Telephone: (203) 629-3722*
Fax number: (203) 661-4106

*Please call this number if you have any questions or problems regarding this message.

TO: Robert Kleinman

COMPANY: Ross and Hardies

FROM: Mark Hastings

DATE: July 1, 1991

Total number of pages (including this sheet): 2

COMMENTS: _____

Mr. Kleinman: _____

The attached is sent at the request of _____

Steve Ordaz of Deutsche Credit Corp. _____

Mark Hastings _____

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991. Recordation No. 17188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof by adding the following railcars which will be subject to all term and conditions of the Loan and Security Agreement.)

SCHEDULE 3
CAR TYPE: 100-TON 4.750
CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWJX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWTX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWJX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'

JUN 28 1991

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 71188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof.)

SCHEDULE 3

CAR TYPE: 100-TON 4,750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 71188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof.)

SCHEDULE 3
CAR TYPE:100-TON 4,750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	assigned lease	prior lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo	1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo	1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo	1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo	1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo	1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo	1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo	1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo	1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo	1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo	1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo	1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo	1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo	1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo	1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo	1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo	1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo	1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo	1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo	1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo	1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo	1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo	1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo	1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo	1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo	1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo	1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo	1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo	1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo	1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo	1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo	1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo	1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo	1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo	1978	Akzo '#2'
GWIX	10070	12/78	GWJX	10071	Akzo	1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo	1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo	1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo	1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo	1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo	1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo	1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo	1978	Akzo '#2'
GWIX	10082	12/78	GWTX	10083	Akzo	1978	Akzo '#2'

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 71188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof.)

SCHEDULE 3
CAR TYPE: 100-TON 4,750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'



71 Lewis Street
Greenwich, CT 06830

Telephone: (203) 629-3722*
Fax number: (203) 661-4106

*Please call this number if you have any questions or problems regarding this message.

TO: Robert Kleinman

COMPANY: Ross and Hardies

FROM: Mark Hastings

DATE: July 1, 1991

Total number of pages (including this sheet): 2

COMMENTS: _____

Mr. Kleinman: _____

The attached is sent at the request of _____

Steve Ordaz of Deutsche Credit Corp. _____

Mark Hastings

revised page 1

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991. Recordation No. 17188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof by adding the following Railcars which will be subject to all terms and conditions of the Loan and Security Agreement.)

SCHEDULE 3
CAR TYPE: 100-TON 4.750
CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'

Deutsche Credit
Corporation

2333 Waukegan Road
P.O. Box 329
Deerfield, Illinois 60015-0329 U.S.A.

Main Telephone Number: (708) 948-7272

FAX Number: (708) 948-5058

International: 671/91 International Access Code + 1 + 708 + 7-Digit Number

DATE: 6/29/91

SENDER: S. ORDAZ DIRECT TELEPHONE # (If Applicable) (708) 948-1839

FACSIMILE

COMPANY NAME:	<u>ROSS + HARDIES (WASHINGTON D.C.)</u>
ATTN:	<u>BOB KLEINMAN</u>
FAX NUMBER:	<u>(202) 296-8600</u>
TOTAL NUMBER OF PAGES INCLUDING COVER SHEET:	<u>9</u>

If problems transmitting, contact our Receptionist at (708) 948-7272

NOTE: THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

SPECIAL INSTRUCTIONS/COMMENTS:

THE ATTACHED SHLD BE ARRIVING TO YOU BY FED-X IN D.Q.
RECORDATION NO. IS INCORRECT. I WOULD LIKE TO FAX ANOTHER
COPY OF Pg. 1, IF THAT WOULD BE ACCEPTABLE. YOU SHLD ALSO
BE RECEIVING A BILL OF SALE IN RECORDABLE FORM. PLEASE ADVISE OF
c:fax.frm ANY QUESTIONS ON THE ATTACHED TRANSMITTAL LETTER.



Deutsche Credit

June 28, 1991

VIA TELECOPY

Ross & Hardies
888 Sixteen Street, N.W.
Washington, DC 20006

(312)750-8600
and FEDERAL EXPRESS

Attn: Robert W. Kleinman, Esquire

Re: GWI Leasing Corporation

Dear Bob:

Per our recent telephone conversations, I expect that the necessary documentation to be recorded with respect to the 100 additional cars under the loan facility with GWI Leasing Corporation will be to you on Monday, July 1, 1991. Enclosed for filing is the Amendment to the Loan and Security Agreement with Acknowledgment (3 original copies). It is my understanding that the Bill of Sale, in recordable form, will be sent to you by either GWI Leasing Corporation or by BancBoston Leasing. Please record these documents and update the search on the 100 cars which were previously searched on Thursday, June 27, 1991.

In addition, an update search must be done on all cars and an opinion as to the existence or absence of liens must be rendered on all cars, including, the 100 that have just been searched, the ten cars for which I have just sent you information, and the five following cars, identified as follows:

GWIX 51491
GWIX 51651
GWIX 51654
GWIX 51661
GWIX 51724

Also, the following cars must be searched, as they were substitutions for two other cars that had already been searched. They are:

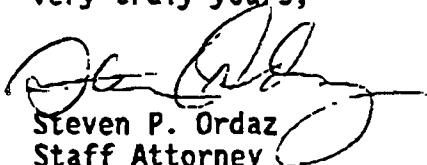
GWIX 51989 (for GWIX 52095)
GWIX 51865 (for GWIX 52064)

Robert W. Kleinman, Esquire
June 28, 1991
Page 2.

It appears that GWIX 51989 and GWIX 52064 were part of the 166 cars you originally searched. The car numbers indicate the original owner was North American Car and the present owner is GWI Leasing Corporation.

If there is anything else you need to accomplish any of the above, please call.

Very truly yours,



Steven P. Ordaz
Staff Attorney

cc: J. Poor
P. Mazzanti
File
SPO/ak/062801.spo

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991. Recordation No. 71188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof.)

SCHEDULE 3

CAR TYPE:100-TON 4.750

CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	assigned lease	prior lease	current lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'	
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'	
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'	
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'	
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'	
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'	
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'	
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'	
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'	
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'	
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'	
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'	
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'	
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'	
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'	
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'	
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'	
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'	
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'	
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'	
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'	
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'	
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'	
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'	
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'	
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'	
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'	
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'	
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'	
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'	
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'	
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'	
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'	
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'	
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'	
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'	
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'	
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'	
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'	
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'	
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'	
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'	
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'	

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 2

SCHEDULE 3
 CAR TYPE: 100-TON 4.750
 CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10083	12/78	GWIX	10084	Akzo 1978	Akzo '#2'
GWIX	10084	12/78	GWIX	10085	Akzo 1978	Akzo '#2'
GWIX	10088	12/78	GWIX	10089	Akzo 1978	Akzo '#2'
GWIX	10090	12/78	GWIX	10091	Akzo 1978	Akzo '#2'
GWIX	10092	12/78	GWIX	10093	Akzo 1978	Akzo '#2'
GWIX	10093	12/78	GWIX	10094	Akzo 1978	Akzo '#2'
GWIX	10097	12/78	GWIX	10098	Akzo 1978	Akzo '#2'
GWIX	10099	12/78	GWIX	10100	Akzo 1978	Akzo '#2'
GWIX	10100	12/78	GWIX	10101	Akzo 1978	Akzo '#2'
GWIX	10102	12/78	GWIX	10103	Akzo 1978	Akzo '#2'
GWIX	10103	12/78	GWIX	10104	Akzo 1978	Akzo '#2'
GWIX	10104	12/78	GWIX	10105	Akzo 1978	Akzo '#2'
GWIX	10105	12/78	GWIX	10106	Akzo 1978	Akzo '#2'
GWIX	10110	12/78	GWIX	10111	Akzo 1978	Akzo '#2'
GWIX	10111	12/78	GWIX	10112	Akzo 1978	Akzo '#2'
GWIX	10112	12/78	GWIX	10113	Akzo 1978	Akzo '#2'
GWIX	10119	12/78	GWIX	10120	Akzo 1978	Akzo '#2'
GWIX	10120	12/78	GWIX	10121	Akzo 1978	Akzo '#2'
GWIX	10121	12/78	GWIX	10122	Akzo 1978	Akzo '#2'
GWIX	10124	12/78	GWIX	10125	Akzo 1978	Akzo '#2'
GWIX	10126	12/78	GWIX	10127	Akzo 1978	Akzo '#2'
GWIX	10130	12/78	GWIX	10131	Akzo 1978	Akzo '#2'
GWIX	10131	12/78	GWIX	10132	Akzo 1978	Akzo '#2'
GWIX	10133	12/78	GWIX	10134	Akzo 1978	Akzo '#2'
GWIX	10135	12/78	GWIX	10136	Akzo 1978	Akzo '#2'
GWIX	10138	12/78	GWIX	10139	Akzo 1978	Akzo '#2'
GWIX	10139	12/78	GWIX	10140	Akzo 1978	Akzo '#2'
GWIX	10140	12/78	GWIX	10141	Akzo 1978	Akzo '#2'
GWIX	10142	12/78	GWIX	10143	Akzo 1978	Akzo '#2'
GWIX	10145	12/78	GWIX	10146	Akzo 1978	Akzo '#2'
GWIX	10146	12/78	GWIX	10147	Akzo 1978	Akzo '#2'
GWIX	10147	12/78	GWIX	10148	Akzo 1978	Akzo '#2'
GWIX	10152	12/78	GWIX	10153	Akzo 1978	Akzo '#2'
GWIX	10156	12/78	GWIX	10157	Akzo 1978	Akzo '#2'
GWIX	10157	12/78	GWIX	10158	Akzo 1978	Akzo '#2'
GWIX	10158	12/78	GWIX	10159	Akzo 1978	Akzo '#2'
GWIX	10159	12/78	GWIX	10160	Akzo 1978	Akzo '#2'
GWIX	10162	12/78	GWIX	10163	Akzo 1978	Akzo '#2'
GWIX	10163	12/78	GWIX	10164	Akzo 1978	Akzo '#2'
GWIX	10164	12/78	GWIX	10165	Akzo 1978	Akzo '#2'
GWIX	10166	12/78	GWIX	10167	Akzo 1978	Akzo '#2'
GWIX	10168	12/78	GWIX	10169	Akzo 1978	Akzo '#2'
GWIX	10169	12/78	GWIX	10170	Akzo 1978	Akzo '#2'
GWIX	10171	12/78	GWIX	10172	Akzo 1978	Akzo '#2'
GWIX	10173	12/78	GWIX	10174	Akzo 1978	Akzo '#2'
GWIX	10174	12/78	GWIX	10175	Akzo 1978	Akzo '#2'
GWIX	10177	12/78	GWIX	10178	Akzo 1978	Akzo '#2'
GWIX	10178	12/78	GWIX	10179	Akzo 1978	Akzo '#2'
GWIX	10179	12/78	GWIX	10180	Akzo 1978	Akzo '#2'

AMENDMENT TO LOAN AND SECURITY AGREEMENT

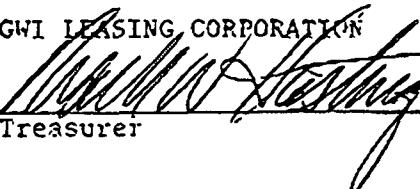
page 3

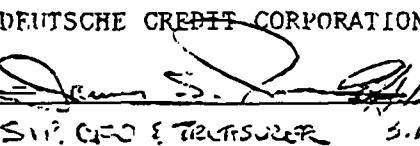
SCHEDULE 3
CAR TYPE: 100-TON 4.750
CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10181	12/78	GWIX	10182	Akzo 1978	Akzo '#2'
GWIX	10184	12/78	GWIX	10185	Akzo 1978	Akzo '#2'
GWIX	10187	12/78	GWIX	10188	Akzo 1978	Akzo '#2'
GWIX	10190	12/78	GWIX	10191	Akzo 1978	Akzo '#2'
GWIX	10191	12/78	GWIX	10192	Akzo 1978	Akzo '#2'
GWIX	10193	12/78	GWIX	10194	Akzo 1978	Akzo '#2'
GWIX	10195	12/78	GWIX	10196	Akzo 1978	Akzo '#2'
GWIX	10199	12/78	GWIX	10200	Akzo 1978	Akzo '#2'

The parties agree to this Amendment to the Loan and Security Agreement. Except as amended herein the Loan Security Agreement referenced herein remains unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Loan and Security Agreement this 28th day of June, 1991.

GWI LEASING CORPORATION
BY: 
TITLE: Treasurer

DEUTSCHE CREDIT CORPORATION
BY: 
TITLE: S. E. Treasurer S.E.P.

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.
)

On this 17th day of June in the year of 1991 before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, did depose and says that he is the Treasurer of GWI LEASING CORPORATION, that said instrument was singed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

{SEAL}

Catherine Howard

Notary Public

CATHERINE E. HOWARD
Notary Public, State of New York
No. 4938143

Qualified in Westchester County

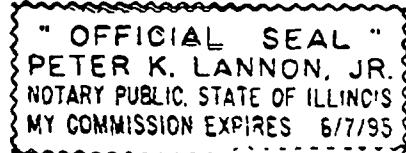
My commission expires: Commission Expires Aug - 10/91

STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

On this 28th day of June, 1991, before me personally appeared
Robert E. SCHOEN to me personally known, who being
by me duly sworn, says that he is the Senior Vice President of
DEUTSCHE CREDIT CORPORATION, that said instrument was signed on behalf of
said corporation by authority of its Board of Directors; and he acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.



Notary Public



STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

On this 28th day of JUNE, 1991, before me personally appeared JAMES S. POOR to me personally known, who being by me duly sworn, says that he is the SENIOR VICE PRESIDENT of DEUTSCHE CREDIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public



07/01/91 09:31 2036293722

CWI

--- ROSS & HARDIES

001



71 Lewis Street
Greenwich, CT 06830

Telephone: (203) 629-3722*
Fax number: (203) 661-4106

*Please call this number if you have any questions or problems regarding this message.

TO: Robert Kleinman

COMPANY: Ross and Hardies

FROM: Mark Hastings

DATE: July 1, 1991

Total number of pages (including this sheet): 2

COMMENTS: _____

Mr. Kleinman:

The attached is sent at the request of

Steve Ordaz of Deutsche Credit Corp.

Mark Hastings

AMENDMENT TO LOAN AND SECURITY AGREEMENT

page 1

This amends the Loan and Security Agreement dated December 27, 1991, by and between GWI LEASING CORPORATION as Borrower and DEUTSCHE CREDIT CORPORATION as Lender, recorded at the Interstate Commerce Commission on January 7, 1991, Recordation No. 17188 as permitted in Section A.1(1) of the Loan Security Agreement (to amend Exhibit B attached to the Agreement and made a part thereof by adding the following railcars which will be subject to all term and conditions of the Loan and Security Agreement.)

SCHEDULE 3
CAR TYPE: 100-TON 4.750
CUBIC FOOT CAPACITY

current mark	number	date built	original mark	serial number	prior assigned lease	current assigned lease
GWIX	10003	12/78	GWIX	10004	Akzo 1978	Akzo '#2'
GWIX	10004	12/78	GWIX	10005	Akzo 1978	Akzo '#2'
GWIX	10006	12/78	GWIX	10007	Akzo 1978	Akzo '#2'
GWIX	10009	12/78	GWIX	10010	Akzo 1978	Akzo '#2'
GWIX	10010	12/78	GWIX	10011	Akzo 1978	Akzo '#2'
GWIX	10012	12/78	GWIX	10013	Akzo 1978	Akzo '#2'
GWIX	10017	12/78	GWIX	10018	Akzo 1978	Akzo '#2'
GWIX	10019	12/78	GWIX	10020	Akzo 1978	Akzo '#2'
GWIX	10021	12/78	GWIX	10022	Akzo 1978	Akzo '#2'
GWIX	10022	12/78	GWIX	10023	Akzo 1978	Akzo '#2'
GWIX	10023	12/78	GWIX	10024	Akzo 1978	Akzo '#2'
GWIX	10024	12/78	GWIX	10025	Akzo 1978	Akzo '#2'
GWIX	10025	12/78	GWIX	10026	Akzo 1978	Akzo '#2'
GWIX	10027	12/78	GWIX	10028	Akzo 1978	Akzo '#2'
GWIX	10031	12/78	GWIX	10032	Akzo 1978	Akzo '#2'
GWIX	10032	12/78	GWIX	10033	Akzo 1978	Akzo '#2'
GWIX	10034	12/78	GWIX	10035	Akzo 1978	Akzo '#2'
GWIX	10036	12/78	GWIX	10037	Akzo 1978	Akzo '#2'
GWIX	10040	12/78	GWIX	10041	Akzo 1978	Akzo '#2'
GWIX	10041	12/78	GWIX	10042	Akzo 1978	Akzo '#2'
GWIX	10043	12/78	GWIX	10044	Akzo 1978	Akzo '#2'
GWIX	10044	12/78	GWIX	10045	Akzo 1978	Akzo '#2'
GWIX	10045	12/78	GWIX	10046	Akzo 1978	Akzo '#2'
GWIX	10047	12/78	GWIX	10048	Akzo 1978	Akzo '#2'
GWIX	10048	12/78	GWIX	10049	Akzo 1978	Akzo '#2'
GWIX	10049	12/78	GWIX	10050	Akzo 1978	Akzo '#2'
GWIX	10054	12/78	GWIX	10055	Akzo 1978	Akzo '#2'
GWIX	10058	12/78	GWIX	10059	Akzo 1978	Akzo '#2'
GWIX	10060	12/78	GWIX	10061	Akzo 1978	Akzo '#2'
GWIX	10061	12/78	GWIX	10062	Akzo 1978	Akzo '#2'
GWIX	10063	12/78	GWIX	10064	Akzo 1978	Akzo '#2'
GWIX	10065	12/78	GWIX	10066	Akzo 1978	Akzo '#2'
GWIX	10068	12/78	GWIX	10069	Akzo 1978	Akzo '#2'
GWIX	10069	12/78	GWIX	10070	Akzo 1978	Akzo '#2'
GWIX	10070	12/78	GWIX	10071	Akzo 1978	Akzo '#2'
GWIX	10071	12/78	GWIX	10072	Akzo 1978	Akzo '#2'
GWIX	10073	12/78	GWIX	10074	Akzo 1978	Akzo '#2'
GWIX	10074	12/78	GWIX	10075	Akzo 1978	Akzo '#2'
GWIX	10075	12/78	GWIX	10076	Akzo 1978	Akzo '#2'
GWIX	10077	12/78	GWIX	10078	Akzo 1978	Akzo '#2'
GWIX	10079	12/78	GWIX	10080	Akzo 1978	Akzo '#2'
GWIX	10080	12/78	GWIX	10081	Akzo 1978	Akzo '#2'
GWIX	10082	12/78	GWIX	10083	Akzo 1978	Akzo '#2'